

RECORDATION NO. 28000 FILED

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SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

July 8, 2009

Anne K. Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of June 11, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Macquarie Rail Inc.  
233 South Wacker Drive, Suite 5300  
Chicago, IL 60606

Lessee: The Kansas City Southern Railway Company  
114 West 11<sup>th</sup> Street  
Kansas City, MO 64105

Anne K. Quinlan, Esq.  
July 8, 2009, 2009  
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A description of the railroad equipment covered by the enclosed document is:

200 boxcars within the series AOK 111251 - AOK 111548 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

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SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF LEASE  
BETWEEN  
MACQUARIE RAIL INC.  
("LESSOR")**

**AND**

**THE KANSAS CITY SOUTHERN RAILWAY COMPANY  
("LESSEE")**

**JUNE 11, 2009**

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THIS MEMORANDUM OF LEASE is dated as of **June 11, 2009**, by and between MACQUARIE RAIL INC., a Delaware corporation, ("**Lessor**") and THE KANSAS CITY SOUTHERN RAILWAY COMPANY, a Missouri corporation ("**Lessee**").

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor two hundred (200) 2005 Gunderson built 60'9" Plate F Boxcars (each, a "**Car**") bearing marks and numbers as follows:

**SEE ATTACHMENT HERETO**

2. The Lease will be effective as of the date of this Memorandum and will be subject to the lease term, as described in the Lease.
3. The Lease provides, among other things that to further secure the obligations of Lessee to Lessor, Lessee grants to Lessor a first priority security interest in Lessee's rights and interest in, to and under any agreement affecting any Car, including any maintenance agreement, any agreement relating to use of reporting marks, and any sublease, and the proceeds from any of the foregoing.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

Lessor: MACQUARIE RAIL INC.

I, David Edwards (name of signor), certify that I am President of MACQUARIE RAIL INC., that the instrument was signed on behalf of the corporation by authority of its managers and/or members (as appropriate, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the company. I further declare (certify, verify or state) under penalty of perjury ("under the laws of the United States of America" if executed outside the United States of America) that the foregoing is true and correct. Executed on the date indicated below.

By: [Signature]  
Title: President  
Date: 6-30-09

I, Rhys Spragg (name of signor), certify that I am Senior VP of MACQUARIE RAIL INC., that the instrument was signed on behalf of the corporation by authority of its managers and/or members (as appropriate, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the company. I further declare (certify, verify or state) under penalty of perjury ("under the laws of the United States of America" if executed outside the United States of America) that the foregoing is true and correct. Executed on the date indicated below.

By: [Signature]  
Title: Senior Vice President  
Date: 6-30-09

STATE OF ILLINOIS

COUNTY OF COOK

On this 30 day of June, 2009, before me personally appeared DAVID EDWARDS and RHYS SPRAGG, to me personally known, who being by me duly sworn, says that they are the President and Senior VP of Macquarie Rail Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

[Signature]  
NOTARY PUBLIC

My commission expires: 2-14-10



Lessee: THE KANSAS CITY SOUTHERN RAILWAY COMPANY SVP Finance and Treasurer  
I, Paul J. Weyandt (name of signor), certify that I am Paul J. Weyandt (title of office)  
of The Kansas City Southern Railway Company (name of Lessee), that the instrument was signed on behalf  
of the corporation by authority of its Board of Directors, and that I acknowledge that the  
execution of the foregoing instrument was the free act and deed of the corporation. I further  
declare (certify, verify or state) under penalty of perjury ("under the laws of the United States of  
America" if executed outside the United States of America) that the foregoing is true and correct.  
Executed on date indicated below.

By: Paul J. Weyandt  
Title: SVP Finance and Treasurer  
Date: 6/23/09

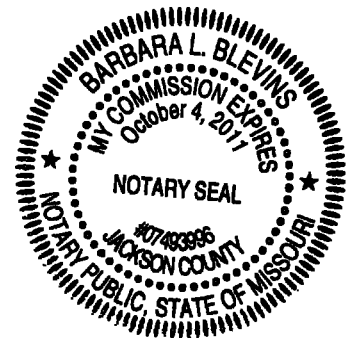
STATE OF Missouri

COUNTY OF Jackson

On this 24 day of June, 2009 before me personally appeared Paul J. Weyandt, to me  
personally known, who being by me duly sworn, says that he is the SVP Finance and Treasurer of THE  
KANSAS CITY SOUTHERN RAILWAY COMPANY that the foregoing instrument was signed  
on behalf of said corporation, and he acknowledged that the execution of the said instrument was  
his free act and deed.

Barbara L. Blevins  
NOTARY PUBLIC

My commission expires



**ATTACHMENT TO MEMORANDUM OF LEASE  
BETWEEN MACQUARIE RAIL INC. ("LESSOR")  
AND  
THE KANSAS CITY SOUTHERN RAILWAY COMPANY ("LESSEE")**

**THE CARS**

Two hundred (200) 2005 Gunderson built 60'9" Plate F Boxcars (each, a "*Car*") in series AOK 111251 through AOK 111548, inclusive, bearing the following specific marks and numbers:

AOK 111251	AOK 111324	AOK 111374
AOK 111252	AOK 111325	AOK 111375
AOK 111256	AOK 111326	AOK 111376
AOK 111259	AOK 111327	AOK 111377
AOK 111260	AOK 111328	AOK 111378
AOK 111261	AOK 111330	AOK 111380
AOK 111265	AOK 111331	AOK 111381
AOK 111267	AOK 111332	AOK 111385
AOK 111269	AOK 111333	AOK 111386
AOK 111270	AOK 111334	AOK 111389
AOK 111273	AOK 111335	AOK 111391
AOK 111274	AOK 111336	AOK 111393
AOK 111275	AOK 111337	AOK 111397
AOK 111276	AOK 111338	AOK 111398
AOK 111278	AOK 111339	AOK 111399
AOK 111279	AOK 111340	AOK 111400
AOK 111281	AOK 111341	AOK 111401
AOK 111282	AOK 111342	AOK 111404
AOK 111283	AOK 111343	AOK 111405
AOK 111285	AOK 111344	AOK 111406
AOK 111286	AOK 111346	AOK 111408
AOK 111287	AOK 111347	AOK 111409
AOK 111289	AOK 111348	AOK 111410
AOK 111290	AOK 111349	AOK 111411
AOK 111292	AOK 111351	AOK 111412
AOK 111293	AOK 111352	AOK 111413
AOK 111295	AOK 111353	AOK 111414
AOK 111302	AOK 111354	AOK 111415
AOK 111303	AOK 111355	AOK 111417
AOK 111305	AOK 111356	AOK 111420
AOK 111307	AOK 111357	AOK 111422
AOK 111308	AOK 111358	AOK 111425
AOK 111310	AOK 111359	AOK 111426
AOK 111313	AOK 111361	AOK 111427
AOK 111314	AOK 111362	AOK 111428
AOK 111315	AOK 111363	AOK 111429
AOK 111316	AOK 111364	AOK 111433
AOK 111317	AOK 111365	AOK 111434
AOK 111318	AOK 111366	AOK 111437
AOK 111320	AOK 111368	AOK 111438
AOK 111321	AOK 111370	AOK 111439
AOK 111322	AOK 111371	AOK 111440
AOK 111323	AOK 111372	AOK 111441

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